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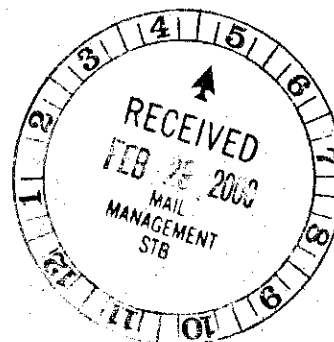
February 28, 2000

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Office of the Secretary  
Case Control Unit  
Attn: STB Ex Parte No. 582  
1925 K. Street, NW  
Washington, D.C. 20423-0001

RECEIVED  
Office of the Secretary

FEB 29 2000

Part of  
Husky Oil



Dear Sir:

Husky is a Canadian based integrated oil and gas company with production, purchase, transportation and marketing of crude oil, natural gas, natural gas liquids, sulphur, petroleum coke, alternative fuels and asphalt. Primary processing facilities are located in the Lloydminster area (in the province of Alberta and Saskatchewan), Ram River and Rainbow Lake in Alberta, amongst others, all serviced by CN or CP. Husky markets 800,000 tonnes of sulphur, 290,000 tonnes of petroleum coke, 700,000 tonnes of asphalt and 7,000 barrels per day of LPG's shipped throughout Canada, U.S. and overseas. The purpose of this letter is to comment on the issues to be discussed on March 8, 2000 in Ex Parte 582.

We encourage the Surface Transportation Board to focus on whether the proposed CN-BNSF combination is good for shippers, not on potential downstream effects. The CN-BNSF combination should be judged on its merit and if other carriers propose mergers, then these cases ought to be evaluated on their merits.

The timing of the proposed CN-BNSF combination is not the central issue for our company. Our concern is service and competitive rates to allow us to participate in domestic and international markets. Recent mergers have failed on both issues.

Accordingly, the Surface Transportation Board should focus on ensuring the CN-BNSF combination, and any other future mergers, will deliver service and competitive rates. The Surface Transportation Board has a comprehensive process to evaluate railroad transactions and protect the public interest. We submit the Board should fairly evaluate the CN-BNSF combination according to that process.

Husky has not yet decided on whether to support the combination, but wants CN-BNSF to be given a fair hearing and judged on its own merits.

Yours truly,

Husky Oil Operations Limited

V.K. (Vince) Chin  
General Manager  
Crude Oil/NGL/Petroleum Coke

h/crude/vince/07

\*\* TOTAL PAGE.02 \*\*